

Metrorail Safety Commission

March 13, 2018

Agenda Item # 6 – Action

Adoption of Process to Elect Officers of the Commission and the Designation of an Acting Secretary

Background

In accordance with the Bylaws of the MSC, the Commission shall be served by a Chairman, Vice Chairman and a Secretary collectively referred to as the Officers of the Commission. The Commission will review a proposed process for the election of the Officers of the Commission. Upon review and discussion, the Commission will adopt the process and agree on a date for the formal conduct of the elections.

The Commissioners will also be asked to adopt a Resolution designating Allison I. Fultz, Kaplan, Kirsch, Rockwell, as Acting Secretary until the Commission Board elects its officers. In his capacity of Acting Secretary Ms. Fultz will be responsible for distributing Board meeting Agendas and accompanying materials to all Members, preparing minutes of the meetings for approval of the Board, and keeping records of the meetings. Additionally, Ms. Fultz will submit all required documents to secure an Employer Identification Number (EIN) and a .gov web domain name for the MSC.

Issues

None

Staff

Recommendation

Receive briefing from staff, and adopt Resolution MSC 05-2018.

Metrorail Safety Commission

MEMORANDUM

TO: Metrorail Safety Commission
FROM: Kanti Srikanth, COG Staff
SUBJECT: Process to Elect Officers of the Commission
DATE: March 13, 2018

The Compact establishing the Metrorail Safety Commission (MSC) and the bylaws to be considered for adoption by the MSC require the Commission to be served by a Chairman, Vice Chairman and a Secretary collectively referred to as the Officers of the Commission. This memorandum outlines a process, developed by staff for the Commission's consideration, for electing the first set of officers. Upon review and discussion, the Commission will adopt the process and agree on a date for the formal conduct of the elections.

Additionally, the Commissioners will be asked to adopt a Resolution designating an Acting Secretary for the interim period till the MSC formally elects its officers. The Acting Secretary will fulfill the responsibilities as outlined under Article III of the Bylaws (summarized at the end of this memo) and file necessary documents to secure a federal Employer Identification Number (EIN) for the MSC and a .gov domain extension.

BACKGROUND

The compact establishing the MSC as approved by the U.S. Congress, H.J.Res.76 Aug. 22, 2017, and enacted as Public Law-115-54, 131 STAT 1093 outlines among other requirements for structuring the MSC under Article III section F.25: "The Board shall elect a Chairman, Vice Chairman, Secretary, and Treasurer from among its Members, each for a 2-year term and shall prescribe their powers and duties." The MSC Bylaws, Article I reflect this statutory requirement and provides for a process to elect the officers. Specifically, Article 1.D.1 of the Bylaws states: "At its initial meeting, **the Board shall establish a process for the election of officers, and at subsequent annual meetings, the Board shall elect its officers** to each serve a two-(2) year term commencing immediately, as determined in the Compact." The duties of the officers are set forth in Article III of the Bylaws.

The initial meeting of the MSC having been held on March 13, 2018 the MSC has acted to adopt its Bylaws that includes the above provision under Article 1.D.1. Accordingly, this memo describes a framework for establishing the position of the officers and outlines a process by which the MSC will elect its officers at a subsequent meeting. The memo includes the proposed process for nomination, election, handling of vacancies of posts and other related items.

DUTIES OF THE OFFICERS

The specifically identified duties of the officers of the MSC are enumerated under Section III of the Bylaws. These are summarized herein for ease of reference.

A. Chair

1. The Chair shall be responsible for:
 - a. Presiding over Board meetings and conferring with the Executive Director on the Agenda for the meetings;
 - b. Administering the Oath of Office to Board Members, pursuant to the Compact;
 - c. Ensuring, through MSC staff, the prompt and full provision of records to the Mayor of the District of Columbia and Governors of Maryland and Virginia, pursuant to the Compact and Article I of these Bylaws.

B. Vice Chair

1. The Vice Chair shall be responsible for:
 - a. Presiding over Board meetings in the absence of the Chair,
 - b. Performing the duties of the Chair as directed by the Chair, or in the event the Chair is indisposed or conflicted from performing his or her duties.

C. Secretary

1. The Secretary or, upon vote of the Board, an MSC personnel designee under the Secretary's supervision, shall be responsible for distributing Board meeting Agendas and accompanying materials to all Members, preparing minutes of the meetings for approval of the Board, and keeping records of the meetings. Such records shall be retained at the MSC offices.

TERM OF OFFICE

The Compact and the Bylaws require that the term of the officers be two years.

Staff believes that there are administrative efficiencies to be gained by having a new slate of officers take charge coinciding with the start of the MSC's fiscal year. Key amongst the advantages is that the officers will have a duly adopted, budget and work program to implement. This would include new contracts as MSC contracts are typically tied to the MSC's fiscal year.

Under a separate action of the Board the MSC will be adopting the term of its fiscal year. Staff will be recommending the term of July 1 through June 30 of the following calendar year. Staff anticipates the MSC adopting a July 1 through June 30 fiscal year term.

The first meeting of the MSC is being held in March and the election of its officers is anticipated to be complete by Mid-April. Limiting the term of this first set of officers to two years from the day of the election will mean a new slate of officers taking charge ahead of the start of a fiscal year (July 1). As such staff recommends the MSC elect the first slate of officers to a term ending on June 30, 2018, with an election at the MSC's June 2018 meeting to elect officers to serve for the 24-month period - from election day in June 2018 through the election in June 2020.

JURISDICTIONAL REPRESENTATION AMONG OFFICERS

The MSC has been established as a State Safety Oversight Agency (SSOA) in accordance with federal statutory and regulatory requirements jointly by the District of Columbia, state of Maryland and the Commonwealth of Virginia. This joint establishment is based upon the fact that WMATA's rail system operates in the three jurisdictions and it would be inefficient for WMATA to be subject to the oversight of three distinct SSOAs.

The MSC Compact establishes equal representation from the three jurisdictions and MSC's Bylaws provide for equitable participation and unified action. In the interest of reflecting this emphasis on equitable representation and participation in the holding the offices of the MSC staff recommends the following:

1. The office of Chairman, Vice Chairman, and Secretary be rotated between the three jurisdictions for each term, as outlined in the Bylaws subject to any modifications as acted by the MSC.
2. No jurisdiction holds more than one position of the office during a given term to provide for an orderly rotation of the officers among the three jurisdictions for the following term.
3. The order of succession would provide for the jurisdiction holding the office of Vice Chairman during the current term to hold the office of Chairman the next term, the jurisdiction holding the office of Secretary to hold the office of Vice Chairman the following term and the jurisdiction holding the office of Chairman to hold the office of Secretary the following term.
4. The office of the Treasurer will be held by the second representative of the jurisdictions holding the office of the Chairman. Having the Treasurer and Chairman from the same jurisdictions will provide for enhanced collaboration in the execution of the MSC's budgeted activities.
5. The rotation of the office positions among the three jurisdictions will be in alphabetical order.

The above process will be followed in the nomination of candidates for the offices of the MSC. These nominations will be considered during the official election process as prescribed in the MSC's policies or practices.

NOMINATION PROCESS

With the understanding that the rotation of the jurisdictions holding the three office positions will be in alphabetical order the jurisdictional designations for the offices for the 2018-2020 term is:

- Chairman – District of Columbia
- Vice Chairman – State of Maryland
- Secretary – Commonwealth of Virginia
- Treasurer – District of Columbia

Staff recommends that all 6 Commissioners are on the nominating committee for this first election and then going forward the Chair may appoint a 3-person nominating committee with representation from each jurisdiction/DC. Alternate members of the Commission are precluded from holding any office.

The nominations will have to be consistent with the remaining terms of the nominees as outlined in both the Compact and MSC Bylaws. The MSC Compact notes, under Section III.B.11: "Each Member and Alternate Member shall serve a 4-year term and may be reappointed for additional terms; except that, each Signatory shall make its **initial appointments as follows: (a) One Member shall be appointed for a 4-year term; and (b) One Member shall be appointed for a 2-year term.** The MSC Bylaws states, under Section 1.D.1, "Officer terms shall not supersede the overall term limits of overall Board membership."

The MSC Executive Director will work with each jurisdiction, as needed, to facilitate (provide for in-person meeting, conference call or webinars) the discussion and accept the nomination from each jurisdiction.

ELECTION SCHEDULE

THE MSC Compact and Bylaws prescribe the term of the officers to be two years. Staff has recommended that the term of officers coincide with the MSC Fiscal Year (July 1 thru June 30) with the exception for the first set of officers during the 2018-2020 period.

For the new officers to be in place by the start of the fiscal year elections to the officers will have to be conducted in the last quarter of the fiscal year during which the term of the officers is set to expire. Staff recommends as a typical schedule: the MSC seek nominations from the three jurisdictions in the month of April, announce the candidature and hold elections in the month of May. This will provide the month of June as the transitional period for the officers allowing the new slate of officers to take charge on or before July 1st.

Given that the 2018-2020 period is the first terms of the MSC and its officers the schedule of elections will be different. Staff recommends the following schedule for the 2018-2020 term: the MSC adopts process for electing its officers at its first official meeting, March 13, 2018; seek nominations for the officers from the jurisdictions and conduct elections during its second meeting (anticipated to be towards end of March 2018 or early April 2018), to serve through June, 2018, at which time the MSC will elect officers to coincide with the permanent timetable.

ELECTION PROCESS

The election of officers will be held in a regular or special meeting convened and will be a separate action item and not part of a consent agenda. While typically the Chairman and the Executive Director will conduct the meeting including the elections, for the initial election the Acting Secretary designated by the MSC will conduct the election of the officers in accordance with the Bylaws. The Acting Secretary will obtain the nominations from each jurisdiction and develop a nomination report for the MSC's consideration and election at the following meeting. Voting for the officers will be held as an independent action item on the agenda with votes taken as outlined in the Bylaws.